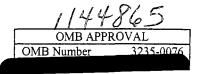
FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION





Name of Offering (check if this is an amen Offering of Series B Convertible Preferred S	dment and name has changed, and indicate change.) Stock and Warrants	
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☐ Rule 506	Section 4(6) ULOE
Type of Filing: New Filing Ame	endment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the iss	uer	
Name of Issuer (check if this is an amen	dment and name has changed, and indicate change.)	
Prolifiq Software Inc. (formerly known as H	•	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
15800 SW Upper Boones Ferry Road, Suite	120, Lake Oswego, OR 97035	(503) 684-1415
Address of Principal Business Operations 15800 SW Upper Boones Ferry Road, Suite	(Number and Street, City, State Zip Code)	Telephone Number (Including Area Code) (5)3) 684-1415
Brief Description of Business	120, 22110 051/050, 011 7/050 1 1 1 0 0 E 0 0	(5) 00 1 112
Software services	OCT 2 7 200	54
Time of Diviness Organization		<u> </u>
Type of Business Organization Corporation	IHOMSON Imited partnership, already formal formation in the control of the contr	other (please specify):
		other (prease specify).
business trust	limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Or	rganization: Month Year 0 8 9 9	
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Service Abbreviation for CN for Canada; FN for other foreign jurisdiction)	r State: OR

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA Inter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Executive Officer Director | Beneficial Owner General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Huynh, Hemingway Business or Residence Address (Number and Street, City, State, Zip Code) 15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035 ☐ Executive Officer Director Check Box(es) that Apply: Promoter Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Henderson, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035 Director Beneficial Owner Check Box(es) that Apply: Promoter **Executive Officer** General and/or Managing Partner Full Name (Last name first, if individual) Dyess, Kirby Business or Residence Address (Number and Street, City, State, Zip Code) 15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035 □ Director Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Gibbons, Chris Business or Residence Address (Number and Street, City, State, Zip Code) 15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Kearney, Patrick Business or Residence Address (Number and Street, City, State, Zip Code) 15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035 Director General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Levin, Irving Business or Residence Address (Number and Street, City, State, Zip Code) 15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035 Check Box(es) that Apply: Promoter Beneficial Owner □ Director General and/or Executive Officer Managing Partner Full Name (Last name first, if individual) Pringle, Roger Business or Residence Address (Number and Street, City, State, Zip Code) 15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035 Executive Officer Director General and/or Check Box(es) that Apply: Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Van Kerkhove, Jim Business or Residence Address (Number and Street, City, State, Zip Code) 15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply: [Full Name (Last name first, if i Gaus, Jeff Business or Residence Address	Promoter individual)	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Gaus, Jeff Business or Residence Address	individual)				
Sout Sw Upper Boones F		Street, City, State, Zip Coouite 120, Lake Oswego,			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i Marshall, Neil	ndividual)				
Business or Residence Address 15800 SW Upper Boones F					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i Robert J. DeArmond Trust	ndividual)				
Business or Residence Address P.O. Box 3517, Central Poin		Street, City, State, Zip Coo	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i FLUFFCO, LLC	ndividual)				
Business or Residence Address 3405 SW Nimbus Avenue, St			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i Russell, David	ndividual)				
Business or Residence Address 1870 West 34 th , Eugene, OR		Street, City, State, Zip Coo	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i Mitchell, Martin and Virgini					
Business or Residence Address 11911 Crockett Court, Baker			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i Farnsworth, Jeff	ndividual)				
Business or Residence Address 2892 SW 153 rd Drive, Beaven			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
			,		
Full Name (Last name first, if i Huynh, Ahn	individual)				

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											Yes	No
I. Has th	e issuer sold	•	e issuer inter	•				ering?				\boxtimes
			wer also in A			=						
2. What	s the minim	um investm	ent that will	be accepted	I from any ir	ndividual?			***************************************		······ <u>\$</u>	5,000
											Yes	No
			ownership o									
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Full Name	(Last name	first, if indi	ividual)		· · · · · ·							
NOT IN	07 FC 4 D F F											
	PLICABLE			<u> </u>	<u> </u>					 		
Business	or Residence	: Address (N	lumber and S	Street, City,	State, Zip C	code)						
Name of A	Associated B	roker or De	aler									
												
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			vidual States								_	States
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[PA052780.104] 4 of 9

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\$\square\$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate ffering Price	Ar	nount Already Sold
	Debt	\$	\$	
	Equity	\$ 1,351,479	- -	601,479
	☐ Common ☐ Preferred	 		
	Convertible Securities (including warrants)	\$ 185,571	\$	0
	Partnership Interests	\$ 	\$	· · · · · · · · · · · · · · · · · · ·
	Other (Specify)	\$ 	<u> </u>	
	Total	\$ 1,537,050		601,479
	Answer also in Appendix, Column 3, if filing under ULOE.	 1,557,050	<u>Ψ</u>	001,477
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		ollar Amount of Purchases
	Accredited Investors	13	\$	601,479
	Non-accredited Investors	0	\$	0
	Total (for filings under Rule 504 only)			
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Type of	n	ollar Amount
	Type of offering	Security	D	Sold
	Rule 505	,	\$	
	Regulation A			
	Rule 504		\$	
	Total	 	\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees	 	\$	
	Printing and Engraving Costs	 	- <u>-</u> -	
	Legal Fees			20,000
	Accounting Fees		\$ \$	
	Engineering Fees		\frac{3}{5}	
	Sales Commissions (specify finders' fees separately)] <u>\$</u>] <u>\$</u>	
			<u></u> _] §	
	Other Expenses (identify)			20.000
	Total	 🛭		20,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

5 of 9

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	C. OFFERING PRICE, NUMI	BER OF INVESTORS, EXPEN	NSES A	AND USE OF P	ROCI	EED	S	
	b. Enter the difference between the aggregate offer Question 1 and total expenses furnished in response is the "adjusted gross proceeds to the issuer."	to Part C - Question 4.a. This di	ifferenc	e	_ 5	·	1,517,050	
5.	Indicate below the amount of the adjusted gross pro- used for each of the purposes shown. If the amount estimate and check the box to the left of the estima equal the adjusted gross proceeds to the issuer set above.	t for any purpose is not known, te. The total of the payments li	furnish sted m	an ust				
				Payments to Officers, Directors, & Affiliates		Pa	ayments To	
	Salaries and fees		□ \$		П	\$	Others	
	Purchase of real estate					\$		
	Purchase, rental or leasing and installation of			·	- 😾	\$		
	Construction or leasing of plant buildings and				- 🗂	\$		
	Acquisition of other businesses (including the this offering that may be used in exchange for another issuer pursuant to a merger)	value of securities involved in the assets or securities of			. u			
	Repayment of indebtedness				- 🗔	<u>\$</u>		
	Working capital					\$	1,517,050	
	Other (specify):		<u> Т</u>) 	_ 🖂	Ψ	1,317,030	
	Oner (specify).							
			□ <u>\$</u>	<u> </u>		\$		
	Column Totals			}		\$	1,517,050	
	Total Payments Listed (column totals added)			⊠ \$	3	1,517	7 <u>,050</u>	
		D. FEDERAL SIGNATURE						
sign	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to furrormation furnished by the issuer to any non-accredited	nish to the U.S. Securities and E	xchang	ge Commission,				
	ner (Print or Type)	Signature			172		Date /	
Pr	olifiq Software Inc.	Jone All	S OF	MAN	2	-	10/10/6	35
	me of Signer (Print or Type)	Title of Signer (Print or Type)						-
Jiz	n Van Kerkhove	Vice President – Financ	e and	Corporate O	pera	tion	S	
		<u> </u>						

ATTENTION

Intentional misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)

2. Enter the			A. BASIC IDE	ENTIFICATION DATA		
	information re	quested for the fo	!lowing:			
• Eac	ch promoter of t	the issuer, if the is	suer has been organized w	ithin the past five years;		
	th beneficial of the iss		power to vote or dispos	se, or direct the vote or	disposition of, 1	0% or more of a class of equity
• Eac	h executive off	icer and director	of corporate issuers and of	corporate general and mana	aging partners of p	partnership issuers; and
• Eac	h general and r	nanaging partner	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	⊠ Director	General and/or Managing Partner
Full Name (<i>Huynh, He</i>	Last name first, mingway	if individual)				
		•	Street, City, State, Zip Coite 120, Lake Oswego, Oi	•		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (l Henderson,	Last name first, Michael	if individual)				
			Street, City, State, Zip Co Suite 120, Lake Oswego,			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Dyess, Kirb	Last name first,	if individual)				
		•	Street, City, State, Zip Co Suite 120, Lake Oswego,	-		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (I <i>Gibbons, C</i>	Last name first, hris	if individual)				
			Street, City, State, Zip Co Suite 120, Lake Oswego,			
		Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Check Box(es) that Apply:	Fromoter	Denement owner			Managing Partner
`	Last name first,		ZN Deterioral Owner			
Full Name (I Kearney, Po Business or	Last name first, atrick Residence Add	, if individual) ress (Number and	Street, City, State, Zip Co	ode)		
Full Name (I Kearney, Po Business or 15800 SW	Last name first, atrick Residence Add	, if individual) ress (Number and	Street, City, State, Zip Co	ode)	□ Director	
Full Name (I Kearney, Po Business or 15800 SW Check Box(Last name first, atrick Residence Additional Upper Boone es) that Apply: Last name first,	ress (Number and s Ferry Road, S	Street, City, State, Zip Co Suite 120, Lake Oswego	ode) , OR 97035		Managing Partner General and/or
Full Name (I Kearney, Po Business or 15800 SW Check Box(o Full Name (I Levin, Irvin	Last name first, atrick Residence Addi Upper Boone es) that Apply: Last name first, g Residence Add	ress (Number and s Ferry Road, S Promoter if individual) ress (Number and	Street, City, State, Zip Co Suite 120, Lake Oswego	ode) , OR 97035 Executive Officer ode)		Managing Partner General and/or
Full Name (I Kearney, Po Business or 15800 SW Check Box(o Full Name (I Levin, Irvin Business or 15800 SW	Last name first, atrick Residence Addi Upper Boone es) that Apply: Last name first, g Residence Add	ress (Number and s Ferry Road, S Promoter if individual) ress (Number and	Street, City, State, Zip Co Suite 120, Lake Oswego Beneficial Owner Street, City, State, Zip Co	ode) , OR 97035 Executive Officer ode)		Managing Partner General and/or
Full Name (I Kearney, Po Business or 15800 SW Check Box(of Full Name (I Levin, Irvin Business or 15800 SW Check Box(of	Last name first, atrick Residence Additional Upper Boone es) that Apply: Last name first, g Residence Additional Upper Boone es) that Apply: Last name first,	ress (Number and s Ferry Road, S Promoter if individual) ress (Number and s Ferry Road, S Promoter I I Promoter I I Promoter I I I I I I I I I I I I I I I I I I I	Street, City, State, Zip Co Suite 120, Lake Oswego, Beneficial Owner Street, City, State, Zip Co Suite 120, Lake Oswego	ode) OR 97035 Executive Officer ode) OR 97035	⊠ Director	Managing Partner General and/or Managing Partner General and/or
Full Name (I Kearney, Po Business or 15800 SW Check Box(o Full Name (I Levin, Irvin Business or 15800 SW Check Box(o Full Name (I Pringle, Ro Business or	Last name first, atrick Residence Addi Upper Boone es) that Apply: Last name first, ag Residence Addi Upper Boone es) that Apply: Last name first, ager Residence Addi	ress (Number and see Ferry Road, See Promoter if individual) ress (Number and see Ferry Road, See Promoter in it individual) ress (Number and see Ferry Road, See Promoter in it individual)	Street, City, State, Zip Co Suite 120, Lake Oswego, Beneficial Owner Street, City, State, Zip Co Suite 120, Lake Oswego	ode) , OR 97035 Executive Officer ode) , OR 97035 Executive Officer	⊠ Director	Managing Partner General and/or Managing Partner General and/or

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Business or Residence Address (Number and Street, City, State, Zip Code)

15800 SW Upper Boones Ferry Road, Suite 120, Lake Oswego, OR 97035

		A. BASIC IDENTIF	CATION DATA (Contin	ued)	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Gaus, Jeff	if individual)				
Business or Residence Addr 15800 SW Upper Boones					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Marshall, Neil	if individual)				
Business or Residence Addr 15800 SW Upper Boone	•		,		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Robert J. DeArmond Trus	,				
Business or Residence Addr P.O. Box 3517, Central Po		Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, FLUFFCO, LLC	if individual)				
Business or Residence Addr 8405 SW Nimbus Avenue			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Russell, David	if individual)				
Business or Residence Addr 1870 West 34th, Eugene, C	ess (Number and OR 97405	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Mitchell, Martin and Virg					
Business or Residence Adda 11911 Crockett Court, Ba			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Farnsworth, Jeff	if individual)				
Business or Residence Addr 2892 SW 153 rd Drive, Bea			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Huynh, Ahn	if individual)				
Business or Residence Addit 438 Hawthorne Court NE			de)		
REST TO THE REST OF THE REST O	(Use bla	nk sheet, or copy and use a	dditional copies of this she	et, as necessary.)	

[PA052780.104] 3 of 9

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? Yes No Yes No Yes No 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? \$5,000 Yes No 3. Does the offering permit joint ownership of a single unit?
2. What is the minimum investment that will be accepted from any individual? Yes No 3. Does the offering permit joint ownership of a single unit?
Yes No 3. Does the offering permit joint ownership of a single unit?
3. Does the offering permit joint ownership of a single unit?
 -
similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.
Full Name (Last name first, if individual)
NOT APPLICABLE
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
Name of Associated Broker of Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] {NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)
_
(Check "All States" or check individual States)

[PA052780.104] 4 of 9

					1011 0010000000000000000000000000000000
	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSE	S Al	ND USE OF PR	OCEED	S
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\$\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security		Aggregate ffering Price	Am	ount Already Sold
	Debt	<u>\$</u>	nemig i nee	\$	Sold
	Equity	\$	1,351,479	\$	601,479
	☐ Common ☒ Preferred				
	Convertible Securities (including warrants)	\$	185,571	\$	0
				\$	
	Other (Specify)	<u>\$</u>		\$	····
		\$	1,537,050	\$	601,479
	Answer also in Appendix, Column 3, if filing under ULOE.			-	
	"0" if answer is "none" or "zero."		Number Investors	Do	Aggregate Ilar Amount Purchases
	Accredited Investors		13	\$	601,479
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.				
	T		Type of	Do	llar Amount
	Type of offering Rule 505		Security	•	Sold
	Regulation A			\$	
	Rule 504			\$	
	Total			<u>\$</u> \$	
	Total			<u> </u>	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and				

Accounting Fees Sengineering Fees Sales Commissions (specify finders' fees separately) Sengineering Fees Sales Commissions (specify finders' fees separately) Sengineering Fees Sengineering Fee

\$

<u>\$</u>

20,000

 \boxtimes

Transfer Agent's Fees

Printing and Engraving Costs

Legal Fees

check the box to the left of the estimate.

Salaries and fees		
Purchase of real estate	Payments to Officers, Directors, & Affiliates	Payments To Others
Purchase, rental or leasing and installation of machinery and equipment \$\\ Construction or leasing of plant buildings and facilities \$\\ Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$\\ Repayment of indebtedness \$\\ Working capital		\$
Construction or leasing of plant buildings and facilities		\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$ Repayment of indebtedness \$ Working capital \$ Other (specify): \$ Column Totals \$ Total Payments Listed (column totals added) \$ The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Russuer (Print or Type)		\$
this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$ Repayment of indebtedness \$ Working capital \$ Other (specify): \$ Column Totals \$ Total Payments Listed (column totals added) \$ D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rules (Print or Type)		\$
Repayment of indebtedness \$\ \text{Working capital} \\ \text{Other (specify):} \\ \text{Solumn Totals} \\ \text{Total Payments Listed (column totals added)} \\ \text{D. FEDERAL SIGNATURE} \\ The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Russuer (Print or Type)	п	\$
Working capital		\$
Other (specify): Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Coinformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Russuer (Print or Type) Signature		
Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Coinformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rules (Print or Type) Signature		-,-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rules (Print or Type)	_	•
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Coinformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Russuer (Print or Type) Signature	L	\$
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rules (Print or Type)	⊠ ⊠ \$	
signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Russuer (Print or Type) Signature	⊠ <u>\$</u>	<u>1,517,050</u>
	Commission, upon	
Prolifiq Software Inc.	Selet_	- 10/10/05
Name of Signer (Print or Type) Title of Signer (Print or Type)		107703
Jim Van Kerkhove Vice President – Finance and Co	Cornorate Onera	utions
yan van Kornsore	——————	